

**UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF NEW YORK**

In re:

PRIME CAPITAL VENTURES, LLC,

Case No. 24-11029-REL
Chapter 11

Debtor.

**DECLARATION OF BRIAN RYNIKER IN SUPPORT OF CONFIRMATION
OF THE DEBTOR'S FIRST AMENDED PLAN OF LIQUIDATION
PURSUANT TO CHAPTER 11 OF THE BANKRUPTCY CODE**

Brian Ryniker, being duly sworn, deposes and says:

1. I am a Certified Public Accountant, licensed under the laws of the State of New York and I am a member of RK Consultants LLC ("RKC"). RKC is a boutique financial advisory service firm with an office in Nassau County, New York. The facts set forth in this declaration (the "Declaration") are personally known to me and, if called as a witness, I could and would testify thereto.

2. This Declaration is submitted in support of confirmation of the First Amended Plan of Liquidation Pursuant to Chapter 11 of the Bankruptcy Code (the "Plan")¹ of Prime Capital Ventures, LLC (the "Debtor"), specifically to pre-petition financial records and transactions.

3. By order dated October 16, 2024, this Court authorized the Debtor's retention of RKC as financial advisor [Dkt. No. 38]. In that capacity, the Debtor requested RKC to review information and documents obtained from (i) the Debtor, (ii) the Roglieri Trustee, and (iii) the Receiver. In connection therewith, RKC reviewed certain documents and filings included within the following:

¹ Capitalized terms used but not defined herein shall have the meaning ascribed to them in the Plan.

- Debtor's Bankruptcy Case 1, *In re Prime Capital Ventures, LLC*, Case No. 23-11302 (Bankr. N.D.N.Y) (REL);
- Receivership Case, including, but not limited to, the Fourth Report of the Receiver, *Compass-Charlotte 1031, LLC v. Prime Capital Ventures, LLC, et al.*, Case No. 24-cv-00055 (N.D.N.Y) (MAD/DJS) [Dkt. No. 173];
- Roglieri Bankruptcy Case, *In re Kris Daniel Roglieri*, Case No. 24-10157 (Bankr. N.D.N.Y.) (REL);
- Debtor's Bankruptcy Case 2, *In re Prime Capital Ventures, LLC*, Case No. 24-10531 (Bankr. N.D.N.Y) (REL);
- Roglieri's Criminal Case, *United States of America v. Kris Roglieri*, Case No. 24-CR-00392 (N.D.N.Y) (MAD);
- Debtor's Bankruptcy Case 3 (this case), *In re Prime Capital Ventures, LLC*, Case No. 24-11029 (Bankr. N.D.N.Y) (REL); and
- Government's Civil Forfeiture Case, *United States of America v. One 2003 Ferrari Enzo AB Version E, et al.*, Case No. 24-cv-1345 (MAD/DJS).

RKC also reviewed various:

- Bank statements for the Debtor's and Roglieri's accounts and related support;
- Development line of credit agreements (inclusive of an Interest Credit Account ("ICA Deposit"));
- RBC loan documents and related investment account; and
- Complaints filed against the Debtor.

4. To date, I am aware of approximately twenty (20) bank and investment accounts which were used by the Debtor and one (1) loan account. Of the known bank and investment accounts, six (6) have bank statements and related support which were available for analysis at this time. Statements are available on the Debtor's loan account for only three (3) monthly periods.

5. The six bank and investment accounts of the Debtor analyzed include:

- a. KeyBank acct #2233;
- b. CitiBank acct #6945;

- c. Farmers Bank acct #5665;
- d. M&T Bank accts #5959 and #3147; and
- e. Royal Bank of Canada acct #5037.

6. In aggregate, the statements from the six (6) bank accounts referenced above reflect over \$192,000,000 in cash receipts and almost \$185,000,000 in cash disbursements from 2022 to 2023.

7. Included in the cash receipts are \$6,000,000 in loan proceeds in connection with a loan obtained by the Debtor from the Royal Bank of Canada (“RBC”). The RBC loan was secured by a cash ICA Deposit obtained from ER Tennessee (further detailed below). Other than the loan received from RBC, we have been unable to locate any significant source of funds or capital other than ICA Deposits.

8. The following is a summary of the Debtor’s cashflows for 2022 and 2023 related to the six bank accounts reviewed:

	2022	2023	Total
Beginning Cash			\$ -
Total Cash Receipts	72,043,091	120,661,424	192,704,515
Cash Disbursements			
Insider Transfer	(19,935,778)	(36,907,269)	(56,843,048)
Other	(44,287,036)	(83,514,481)	(127,801,517)
Total Cash Disbursements	(64,222,815)	(120,421,750)	(184,644,565)
Net Cash Flow	\$ 7,820,276.80	\$ 239,673.56	8,059,950
Less:			
Loan Against RBC Account (ER Tennessee)			6,000,000
Ending Cash			<u>\$ 2,059,950</u>

9. The transactions reflected in these bank and investment accounts were summarized into various categories to assist in analyzing how cash received by the Debtor was disbursed. It

should be noted that this analysis is a work-in-process and is based on the information currently available. As additional statements or transaction detail are received, transactions may be recharacterized. Further we have prepared a chart which illustrates the use of lending receipts related to ICA Deposits to pay for other loan commitments, insider transfers, an investment and various other activities. Below is a summary of certain transactions by category:

10. Insider Transfers – This is a broad category related to transfer to insiders, including Kris and Tina Roglieri, companies owned or controlled by Roglieri, as well as payments which were made for the benefit of Roglieri. Payments made for the benefit of Roglieri and other insiders include but are not limited to:

Fund Recipient	Total
RM Sotheby's	(8,289,090)
Interactive Brokers LLC	(5,600,000)
Prime Commercial Lending LLC	(5,499,915)
Commercial Capital Training Group	(4,799,626)
Kris Roglieri And Tina Roglieri	(4,483,784)
Bonhams Butterfields Trust	(3,811,000)
Priority Title And Escrow	(3,775,568)
Quad City Bank And Trust Company	(3,294,000)
Scott Oliver Law	(2,344,499)
Platinum Times LLC	(2,225,000)
New Country Group	(2,055,312)
Ai Design	(1,778,155)
3D Lundy Ltd (Caruso)	(1,577,570)
Topgear LLC	(1,300,000)
Xo Global LLC	(835,132)
Timepiece Trading LLC	(545,000)
National Alliance Of Commercial Loan Brokers LLC	(490,750)
Jk Technologies	(468,080)
2023 Mercedes Maybach	(449,673)
Wrist Aficionado	(300,110)
1Stdibs.Com Inc	(275,951)
Luxury Bazaar	(260,000)
Fenix Fam Inc	(233,500)
Cars Usa Shipping	(218,448)
Visbeen Architect	(215,189)
Cedric Dupont	(165,100)
S2T, LLC	(142,186)
Farmers State Bank	(140,000)
Superior Auto Sa	(126,630)
Giganti And Giganti	(121,700)
KeyBank National Association X4465	(121,478)
Renntech, Inc	(110,582)
Over 25 < \$100,000	(790,021)
	\$ (56,843,048)

The foregoing includes nearly \$57 million in expenditures for the benefit of insiders. Although further analysis is needed and will be conducted following confirmation, some examples of the foregoing expenditures were:

- a. the \$8,289,090 paid to RM Sotheby between November 2022 and September 2023 was used for, among other things, the following purchases:
 - i. \$4,729,745 to purchase a 2003 Ferrari Enzo AB Version E and a 2014 Ferrari LaFerrari; and
 - ii. \$2,337,710 to purchase four (4) cars and a v-12 table;
 - b. the \$1,778,155 paid to Ai Design, a high-end automotive shop, from December 2022 to October 2023, was for work on Roglieri's luxury vehicles; and
 - c. the \$835,132 paid to Xo Global LLC was for private air travel.
11. Other – Our detailed analysis has raised numerous questions regarding various transactions, such as:
- a. Aspen Commercial Lending LLC² (“Aspen”) received two (2) payments for a total of \$260,000. Aspen appears to be a commercial lender offering the financing arrangements previously offered by Roglieri's other entities.
 - b. Brandon Wheelless³ received a total of 20 payments for \$200,000, as detailed below:

² <https://aspencommerciallending.com/>

³ <https://medium.com/authority-magazine/brandon-wheelless-of-alux-properties-why-a-diverse-executive-team-ensures-a-businesss-adaptability-b790c8eb6d0f>

Date	Account	Amount	Fund Recipient
7/7/2022	2233	\$ (10,000)	Brandon Wheeless
7/21/2022	2233	(10,000)	Brandon Wheeless
8/4/2022	2233	(10,000)	Brandon Wheeless
8/24/2022	2233	(10,000)	Brandon Wheeless
9/13/2022	2233	(10,000)	Brandon Wheeless
10/3/2022	2233	(10,000)	Brandon Wheeless
10/26/2022	2233	(5,000)	Brandon Wheeless
11/10/2022	2233	(10,000)	Brandon Wheeless
11/28/2022	2233	(10,000)	Brandon Wheeless
12/12/2022	2233	(10,000)	Brandon Wheeless
1/4/2023	2233	(10,000)	Brandon Wheeless
1/18/2023	2233	(10,000)	Brandon Wheeless
2/10/2023	2233	(10,000)	Brandon Wheeless
3/8/2023	6945	(10,000)	Brandon Wheeless
4/13/2023	2233	(10,000)	Brandon Wheeless
4/25/2023	2233	(15,000)	Brandon Wheeless
6/7/2023	2233	(10,000)	Brandon Wheeless
7/19/2023	2233	(10,000)	Brandon Wheeless
8/25/2023	2233	(10,000)	Brandon Wheeless
9/18/2023	2233	(10,000)	Brandon Wheeless
		\$ (200,000)	

- c. Christopher Synder and Fenix Fam Inc.⁴ received a total of 27 payments for \$392,500. Mr. Snyder is the former Chief Operating Officer at Prime Commercial Lending⁵.

12. Advance Pay/Ponzi Scheme – Examples of a fraudulent scheme under which the funds received were used to pay off previous investors and deposit holder in order to forestall disclosure of the fraud, include as follows:

- a. ER Tennessee – As required per the Line of Credit Agreement between ER Tennessee and the Debtor, \$15 million was required to be advanced by ER Tennessee as an ICA deposit and held in a separate bank account. On September 21, 2023, the Debtor received two (2) deposits of \$9,262,416 and \$4,987,416.00, respectively, representing ER Tennessee's ICA Deposit. The ICA Deposit was deposited into the Debtor's newly formed account at RBC (#0017). On September 26, 2023, the Debtor transferred \$7,000,000 of ER Tennessee's ICA Deposit to another newly formed Debtor bank account at Quad City / Farmer Bank account (#5665). That same day, the Debtor issued six (6) wires from Farmers Bank account totaling \$6,569,400.00 in various amounts to recipients Lion Group, Ketan Masters, Redeem Temple Courtyard, Lofts Phases 2 & 3 LLC, and Barclay Damon LLP (two separate transfers). It is believed that most, if not all, of those transfers were to replace other prospective borrowers' ICA Deposits.

⁴ <https://www.bizapedia.com/va/fenix-fam-inc.html>

⁵ <https://www.zoominfo.com/p/Chris-Snyder/9434809693>

Further, in early October 2023, the Debtor obtained a \$6,000,000 line of credit from RBC using the remainder to ER Tennessee's ICA Deposit in acct #0017 as collateral. Immediately, on October 11, 2023, \$5,000,000 of the RBC loan proceeds was transferred to the Debtor's Key Bank acct #2233 and then further transferred to Matthew Thacker. On October 16, 2023, the Debtor transferred the remaining \$1,000,000 of the RBC loan proceeds to Key Bank acct #2233. When the Debtor defaulted on the terms of the RBC loan, RBC was repaid from the remainder of ER Tennessee's ICA Deposit which was used as collateral for the loan.

- b. 526 Murfreesboro – On April 7, 2023, the Debtor received an ICA deposit from 526 Murfreesboro for \$4,312,000 related to a Development Line of Credit Agreement. On the same day, the Debtor issued six (6) disbursements for a total of \$4,072,000 to Lakes Edge Development Group, Interactive Brokers, Commercial Capital Training Group, Kris and Tina Roglieri, and Aspen Commercial Lending.

13. To the best of my knowledge, information, and belief, after a thorough analysis, the above is true, correct, and accurate.

I declare under penalty of perjury that the foregoing is true and correct on this the 19 day of February, 2025.



Brian Ryniker

